

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
W.R. GRACE & CO., et al. <sup>1</sup>	)	Case No. 01-01139 (JFK)
	)	Jointly Administered
Debtors.	)	
	)	Objection Date: December 17, 2012

EIGHTY-THIRD MONTHLY APPLICATION OF  
BEVERIDGE & DIAMOND, P.C.  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES  
AS COUNSEL TO THE DEBTORS FOR THE  
PERIOD FROM SEPTEMBER 1, 2012 THROUGH SEPTEMBER 30, 2012

Name of Applicant:	Beveridge & Diamond, P.C.
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	May 12, 2005
Period for which Compensation and Reimbursement is Sought:	September 1, 2012 through September 30, 2012
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$118,060.38
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$471.15

This is a:      XX      monthly      \_\_\_\_\_ interim      \_\_\_\_\_ final application.

<sup>1</sup> The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuning, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

PRIOR APPLICATIONS FILED:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
12/05	10/1/05 – 10/31/05	\$13,486.25	\$ 337.02	\$13,486.25	\$ 337.02
2/06	11/1/05 – 11/30/05	\$46,587.50 <sup>2</sup>	\$ 57.62	\$46,587.50 <sup>3</sup>	\$ 57.62
2/06	12/1/05 – 12/31/05	\$ 5,726.25 <sup>4</sup>	\$1,308.41	\$ 5,726.25 <sup>5</sup>	\$1,308.41
3/06	1/1/06 – 1/31/06	\$11,187.50	\$ 173.56	\$11,187.50	\$ 173.56
4/06	2/1/06 – 2/28/06	\$16,106.25	\$ 156.33	\$16,106.25	\$ 156.33
5/06	3/1/06 – 3/31/06	\$11,377.50	\$ 70.33	\$11,377.50	\$ 70.33
6/06	4/1/06 -- 4/30/06	\$13,693.75	\$ 356.81	\$13,693.75	\$ 356.81
8/06	5/1/06 -- 5/31/06	\$28,261.25	\$ 227.37	\$28,261.25	\$ 227.37
9/13/06	6/1/06 -- 6/30/06	\$10,103.75	\$ 285.26	\$10,103.75	\$ 285.26
9/13/06	7/1/06 -- 7/31/06	\$ 4,307.50	\$ 14.21	\$ 4,307.50	\$ 14.21
9/25/06	8/1/06 -- 8/31/06	\$4,812.50	\$ 131.31	\$4,812.50	\$ 131.31
10/30/06	9/1/06 -- 9/30/06	\$16,988.75	\$ 287.83	\$16,988.75	\$ 287.83
12/1/06	10/1/06 -- 10/31/06	\$19,348.25	\$ 210.02	\$19,348.25	\$ 210.02
1/11/07	11/1/06 - 11/30/06	\$34,281.25	\$ 425.47	\$34,281.25	\$ 425.47
3/7/07	12/1/06 - 12/31/06	\$43,924.00	\$ 338.42	\$43,924.00	\$ 338.42
3/7/07	1/1/07 - 1/31/07	\$51,760.00	\$ 211.32	\$51,760.00	\$ 211.32
6/4/07	2/1/07 - 2/28/07	\$36,245.00	\$ 94.79	\$36,245.00	\$ 94.79
6/4/07	3/1/07 - 3/31/07	\$33,840.00	\$ 480.06	\$33,840.00	\$ 480.06
6/18/07	4/1/07-4/30/07	\$35,377.50	\$ 514.32	\$35,377.50	\$ 514.32
6/18/07	5/1/07 - 5/31/07	\$17,681.25	\$ 389.29	\$17,681.25	\$ 389.29
8/23/07	6/1/07 - 6/30/07	\$22,225.00	\$ 133.35	\$22,225.00	\$ 133.35
10/11/07	7/1/07-7/31/07	\$31,450.00	\$ 248.66	\$31,100.00	\$ 248.66
10/11/07	8/1/07 - 8/31/07	\$30,497.50	\$ 567.93	\$29,875.50	\$ 567.93
10/19/07	9/1/07 - 9/30/07	\$18,575.00	\$ 311.53	\$18,575.00	\$ 311.53
1/2/08	10/1/07 – 10/31/07	\$7,217.50	\$ 791.76	\$7,217.50	\$ 791.76
1/2/08	11/1/07-11/30/07	\$5,200.00	\$ 111.41	\$5,200.00	\$ 111.41
4/29/08	12/1/07-12/31/07	\$8,670.00	\$ 142.43	\$8,670.00	\$ 142.43
4/29/08	1/1/08 – 2/28/08	\$19,480.00	\$ 74.16	\$19,480.00	\$ 74.16
5/5/08	3/1/08-3/31/08	\$6,320.00	\$ 81.38	\$6,320.00	\$ 81.38
6/23/08	4/1/08-4/30/08	\$5,358.00	\$ 54.14	\$5,358.00	\$ 54.14
7/21/08	5/1/08-5/31/08	\$32,068.00	\$ 19.86	\$32,068.00	\$ 19.86
9/3/08	6/1/08 – 6/30/08	\$39,793.00	\$ 1,384.81	\$39,793.00	\$ 1,384.81

<sup>2</sup> The original Application filed 2/06 requested fees in the amount of \$43,662.50 and Expenses in the amount of \$57.62. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$46,587.50.

<sup>3</sup> The original Application filed 2/06 requested fees in the amount of \$43,662.50 and Expenses in the amount of \$57.62. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$46,587.50.

<sup>4</sup> The original application filed 2/06 requested fees in the amount of \$5,238.75 and Expenses in the amount of \$1,308.41. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$5,726.25.

<sup>5</sup> The original application filed 2/06 requested fees in the amount of \$5,238.75 and Expenses in the amount of \$1,308.41. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$5,726.25.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
9/15/08	7/1/08-7/31/08	\$89,644	\$273.65	\$89,644	\$273.65
11/14/08	8/1/08-8/31/08	\$50,539.50	\$224.70	\$50,539.50	\$224.70
11/14/08	9/1/08 - 9/30/08	3,905.50	\$986.54	3,905.50	\$986.54
2/6/09	10/1/08 - 10/31/08	1,360.00	\$365.78	1,360.00	\$365.78
2/6/09	11/1/08 - 11/30/08	\$920.00	\$524.75	\$920.00	\$524.75
3/24/09	12/1/08 - 12/31/08	\$2,702.50	\$11.37	\$2,702.50	\$11.37
3/30/09	1/1/09 - 1/31/09	\$25,585.00	\$1.40	\$25,585.00	\$1.40
4/21/09	2/1/09 - 2/28/09	\$39,237.00	\$516.80	\$39,237.00	\$516.80
4/30/09	3/1/09 - 3/31/09	\$ 8,128.00	\$ 46.35	\$ 8,128.00	\$ 46.35
7/7/09	4/1/09 - 4/30/09	\$ 80,837.00	\$1,411.58	\$ 80,837.00	\$1,411.58
7/20/09	5/1/09 - 5/31/09	\$ 80,837.00	\$ 1,411.58	\$ 80,837.00	\$ 1,411.58
9/2/09	6/1/09 - 6/30/09	\$38,481.50	\$ 888.98	\$38,481.50	\$ 888.98
9/15/09	7/1/089 - 7/31/09	\$6,972.00	\$ 534.11	\$6,972.00	\$ 534.11
10/1/09	8/1/09 - 8/31/09	\$1,991.50	\$ 5.80	\$1,991.50	\$ 5.80
11/2/09	9/1/09 - 9/30/09	\$ 6,836.00	\$ 53.92	\$ 6,836.00	\$ 53.92
12/9/09	10/1/09 - 10/31/09	\$ 15,246.00	\$ 75.86	\$ 15,246.00	\$ 75.86
1/4/10	11/1/09 - 11/30/09	\$ 14,828.50	\$ 56.80	\$ 14,828.50	\$ 56.80
2/3/10	12/1/09 - 12/31/09	\$ 7,224.00	\$ 84.20	\$ 7,224.00	\$ 84.20
3/31/10	1/1/10 - 1/31/10	\$ 2,778.00	\$ 36.85	\$ 2,778.00	\$ 36.85
3/31/10	2/1/10 - 2/28/10	\$ 4,449.50	\$12.27	\$ 4,449.50	\$12.27
5/17/10	3/1/10 – 3/31,2010	\$ 24,367.50	\$11.00	\$ 24,367.50	\$11.00
7/1/10	4/1/10 – 4/30/10	\$ 10,250.00	\$ 82.97	\$ 10,250.00	\$ 82.97
7/1/10	5/1/10 – 5/31/10	\$ 3,476.00	\$ 23.86	\$ 3,476.00	\$ 23.86
8/16/10	6/1/10 - 6/30/10	\$ 24,234.00	\$ 19.20	\$ 24,234.00	\$ 19.20
8/30/10	7/1/10 - 7/31/10	\$ 20,113.50	\$ 18.28	\$ 20,113.50	\$ 18.28
10/25/10	8/1/10 - 8/31/10	\$2,986.00	\$ 235.07	\$2,986.00	\$ 235.07
11/9/10	9/1/10 - 9/30/10	\$25,288.00	\$ 251.36	\$25,288.00	\$ 251.36
12/17/10	10/1/10 - 10/31/10	\$13,119.50	\$ 352.94	\$13,119.50	\$ 352.94
1/10/11	11/1/10 - 11/30/10	\$ 13,940.00	\$ 50.56	\$ 13,940.00	\$ 50.56
3/3/11	12/1/10 - 12/31/10	\$ 18,381.47	\$ 46.47	\$ 18,381.47	\$ 46.47
4/5/11	1/1/11 - 1/31/11	\$ 4,046.00	\$129.34	\$ 4,046.00	\$129.34
4/5/11	2/1/11 - 2/28/11	\$ 9,082.00	\$ 0.20	\$ 9,082.00	\$ 0.20
5/31/11	3/1/11 - 3/31/11	\$ 5,617.50	\$ 21.36	\$ 5,617.50	\$ 21.36
6/13/11	4/1/11 - 4/30/11	\$ 5,612.00	\$ 96.75	\$ 5,612.00	\$ 96.75
7/8/11	5/1/11 - 5/31/11	\$10,248.00	\$ 16.76	\$10,248.00	\$ 16.76
9/14/11	6/1/11 - 6/30/11	\$ 22,223.50	\$ 20.40	\$ 22,223.50	\$ 20.40
9/14/11	7/1/11 - 7/31/11	\$ 9,342.00	\$ 94.66	\$ 9,342.00	\$ 94.66
9/29/11	8/1/11 - 8/31/11	\$31,785.50	\$268.57	\$31,785.50	\$268.57
11/16/11	9/1/11 - 9/30/11	\$ 8,447.50	\$341.60	\$ 8,447.50	\$341.60
12/1/11	10/1/11 - 10/31/11	\$11,621.00	\$55.64	\$11,621.00	\$55.64
12/27/11	11/1/11 – 11/30/11	\$ 14,634.50	\$ 56.70	\$ 14,634.50	\$ 56.70
3/26/12	12/1/11 – 12/31/11	\$82,764.50	\$ 94.75	\$82,764.50	\$ 94.75
3/26/12	1/1/12 – 1/31/12	\$151,022.60	\$322.03	\$151,022.60	\$322.03
5/24/12	2/1/12 – 2/29/12	\$102,163.92	\$337.47	\$102,163.92	\$337.47

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
5/31/12	3/1/12 – 3/31/12	\$75,252.72	\$5,424.17	\$75,252.72	4,872.91
5/31/12	4/1/12 – 4/30/12	\$65,693.98	\$276.11	Pending	Pending
7/10/12	5/1/12 – 5/31/12	\$67,685.32	\$7,598.67	Pending	Pending
10/19/12	6/1/12 – 6/30/12	\$ 100,573.94	\$ 56.90	Pending	Pending
10/19/12	7/1/12 – 7/31/12	\$126,281.50	\$358.82	Pending	Pending
10/19/12	8/1/12 – 8/31/12	\$ 86,536.12	\$ 279.07	Pending	Pending

**B&D PROFESSIONALS<sup>6</sup>**

Name of Professional Individual	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Pamela D. Marks	Principal; Joined Firm 1997; Member MD Bar since 1986	\$469.20	105.80	\$49,641.36
Karl S. Bourdeau	Principal; Joined Firm 1980; Member DC bar since 1978	\$657.80	44.30	\$29,140.54
Robert Brager	Principal; Joined Firm 1981; Member NY bar since 1980	\$657.80	25.80	\$16,971.24
Elizabeth A. Wolk	Paralegal	\$179.40	1.70	\$304.98
Jayni Lanham	Associate; Joined Firm 2008; Member MD Bar since 2008	\$303.60	30.10	\$9,138.36
Sarah E. Albert	Associate; Joined Firm 2006; Member MD Bar since 2005	\$349.60	12.70	\$4,439.92
Denise Paul	Paralegal	\$179.40	17.40	\$3,121.56
Toren Elsen	Paralegal	\$142.60	2.80	\$399.28
Mark N. Duvall	Principal; Joined Firm 2008; Member DC Bar since 1978	\$506.00	8.00	\$4,048.00
Kathryn E. Szmuszkovicz	Principal; Joined Firm 1984; Member of DC Bar since 1985	\$657.80	1.30	\$855.14

Fees: \$118,060.38  
Total Hours: 249.90  
Blended Rate: \$ 472.00

<sup>6</sup> These amounts are the sum total from all of the invoices attached hereto.

TASK CODE SUMMARY

Project Category	Total Hours	Total Fees Requested
Litigation and Litigation Consulting	249.90	\$118,060.38

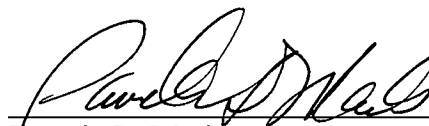
EXPENSE SUMMARY<sup>7</sup>

Expense Category	Service Provider (if applicable) <sup>8</sup>	Total Expense
Photocopying		\$49.00
Postage		\$0.45
Long Distance Telephone		\$8.70
Meals	Meals during client meetings (on multiple days)	
Travel	Airfare, travel to Denver for meeting with EPA	\$386.60
Express Delivery	UPS	\$26.40

WHEREFORE, Beveridge & Diamond, P.C. respectfully requests that, for the period September 1, 2012 through September 30, 2012, an interim allowance be made to Beveridge & Diamond, P.C. for compensation in the amount of \$118,060.38 and actual and necessary expenses in the amount of \$471.15 for a total allowance of \$118,531.53 and payment of \$94,448.30 (80% of the allowed fees) and reimbursement of \$471.15 (100% of the allowed expenses) be authorized for a total payment of \$94,919.45 and for such other and further relief as this Court may deem just and proper.

Dated: November 19, 2012

BEVERIDGE & DIAMOND, P.C.



Pamela D. Marks  
 201 N. Charles Street, Suite 2210  
 Baltimore, MD 21201  
 Telephone: 410-230-1315  
 Facsimile: 410-230-1389  
 Counsel for Debtors and Debtors in Possession

<sup>7</sup> These amounts are the sum total of the disbursements as shown on all of the invoices attached hereto.

<sup>8</sup> B&D may use one or more service providers. The service providers identified herein below are the primary service providers for the categories described.

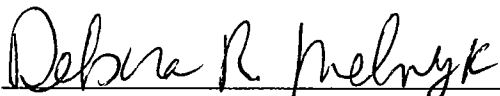
VERIFICATION

Pamela D. Marks, after being duly sworn according to law, deposes and says:

- a) I am an attorney with the applicant law firm Beveridge & Diamond, P.C..
- b) I am familiar with the legal services rendered by Beveridge & Diamond, P.C. as counsel to the Debtor and am thoroughly familiar with the other work performed on behalf of the Debtor by the lawyers and paraprofessionals of Beveridge & Diamond, P.C.
- c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed the Local Bankruptcy Rules for the District of Delaware, and submit that the Application substantially complies with such rules.

  
\_\_\_\_\_  
Pamela D. Marks

SWORN AND SUBSCRIBED  
before me this 19 day of November, 2012.

  
\_\_\_\_\_  
Notary Public: Debora R. Melnyk  
My Commission Expires: May 27, 2013